

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	)	Chapter 11
GENON ENERGY, INC.,	)	Case No. 17-33695
Debtor.)	
<u>Tax I.D. No. 76-0655566</u>)	
In re:	)	Chapter 11
GENON AMERICAS GENERATION, LLC,	)	Case No. 17-33696
Debtor.)	
<u>Tax I.D. No. 51-0390520</u>)	
In re:	)	Chapter 11
GENON AMERICAS PROCUREMENT, INC.,	)	Case No. 17-33694
Debtor.)	
<u>Tax I.D. No. 58-2588980</u>)	
In re:	)	Chapter 11
GENON ASSET MANAGEMENT, LLC,	)	Case No. 17-33697
Debtor.)	
<u>Tax I.D. No. 46-0471966</u>)	
In re:	)	Chapter 11
GENON CAPITAL INC.,	)	Case No. 17-33698
Debtor.)	
<u>Tax I.D. No. 51-0410053</u>)	

In re:	)	Chapter 11
GENON ENERGY HOLDINGS, INC.,	)	Case No. 17-33699
Debtor.)	
<u>Tax I.D. No. 20-3538156</u>)	
)	
In re:	)	Chapter 11
GENON ENERGY MANAGEMENT, LLC,	)	Case No. 17-33700
Debtor.)	
<u>Tax I.D. No. 52-2321163</u>)	
)	
In re:	)	Chapter 11
GENON ENERGY SERVICES, LLC,	)	Case No. 17-33701
Debtor.)	
<u>Tax I.D. No. 56-2368220</u>)	
)	
In re:	)	Chapter 11
GENON FUND 2001 LLC,	)	Case No. 17-33702
Debtor.)	
<u>Tax I.D. No. 22-3850936</u>)	
)	
In re:	)	Chapter 11
GENON MID-ATLANTIC DEVELOPMENT, LLC,	)	Case No. 17-33703
Debtor.)	
<u>Tax I.D. No. 58-2619458</u>)	

In re:	)	Chapter 11
GENON POWER OPERATING SERVICES	)	Case No. 17-33704
MIDWEST, INC.,)	
Debtor.)	
<u>Tax I.D. No. 52-2203718</u>)	
In re:	)	Chapter 11
GENON SPECIAL PROCUREMENT, INC.,	)	Case No. 17-33705
Debtor.)	
<u>Tax I.D. No. 58-2628316</u>)	
In re:	)	Chapter 11
HUDSON VALLEY GAS CORPORATION,	)	Case No. 17-33706
Debtor.)	
<u>Tax I.D. No. 13-4133279</u>)	
In re:	)	Chapter 11
MIRANT ASIA-PACIFIC VENTURES, LLC,	)	Case No. 17-33707
Debtor.)	
<u>Tax I.D. No. 58-2271770</u>)	
In re:	)	Chapter 11
MIRANT INTELLECTUAL ASSET	)	Case No. 17-33708
MANAGEMENT AND MARKETING, LLC,)	
Debtor.)	
<u>Tax I.D. No. 01-0713248</u>)	

In re:	)	Chapter 11
MIRANT INTERNATIONAL INVESTMENTS, INC.,	)	Case No. 17-33709
Debtor.)	
<u>Tax I.D. No. 58-2221577</u>)	
In re:	)	Chapter 11
MIRANT NEW YORK SERVICES, LLC,	)	Case No. 17-33710
Debtor.)	
<u>Tax I.D. No. (N/A)</u>)	
In re:	)	Chapter 11
MIRANT POWER PURCHASE, LLC,	)	Case No. 17-33711
Debtor.)	
<u>Tax I.D. No. 90-0008747</u>)	
In re:	)	Chapter 11
MIRANT WRIGHTSVILLE INVESTMENTS, INC.	)	Case No. 17-33712
Debtor.)	
<u>Tax I.D. No. 58-2565073</u>)	
In re:	)	Chapter 11
MIRANT WRIGHTSVILLE MANAGEMENT, INC.	)	Case No. 17-33713
Debtor.)	
<u>Tax I.D. No. 58-2565102</u>)	

In re:	)	Chapter 11
MNA FINANCE CORP.,	)	Case No. 17-33714
Debtor.)	
<u>Tax I.D. No. 20-3958481</u>)	
)	
In re:	)	Chapter 11
NRG AMERICAS, INC.,	)	Case No. 17-33715
Debtor.)	
<u>Tax I.D. No. 58-2042323</u>)	
)	
In re:	)	Chapter 11
NRG BOWLINE LLC,	)	Case No. 17-33716
Debtor.)	
<u>Tax I.D. No. 58-2439347</u>)	
)	
In re:	)	Chapter 11
NRG CALIFORNIA NORTH LLC,	)	Case No. 17-33717
Debtor.)	
<u>Tax I.D. No. 58-2439965</u>)	
)	
In re:	)	Chapter 11
NRG CALIFORNIA SOUTH GP LLC,	)	Case No. 17-33718
Debtor.)	
<u>Tax I.D. No. 27-4426730</u>)	

In re:) Chapter 11
NRG CALIFORNIA SOUTH LP,) Case No. 17-33719
Debtor.)
Tax I.D. No. 27-4427014)
In re:) Chapter 11
NRG CANAL LLC,) Case No. 17-33720
Debtor.)
Tax I.D. No. 58-2415569)
In re:) Chapter 11
NRG DELTA LLC,) Case No. 17-33721
Debtor.)
Tax I.D. No. 58-2441669)
In re:) Chapter 11
NRG FLORIDA GP, LLC,) Case No. 17-33722
Debtor.)
Tax I.D. No. 27-4426639)
In re:) Chapter 11
NRG FLORIDA LP,) Case No. 17-33723
Debtor.)
Tax I.D. No. 74-2931711)

In re:	)	Chapter 11
NRG LOVETT DEVELOPMENT I LLC,	)	Case No. 17-33724
Debtor.)	
<u>Tax I.D. No. 35-2486327</u>)	
In re:	)	Chapter 11
NRG LOVETT LLC,	)	Case No. 17-33725
Debtor.)	
<u>Tax I.D. No. 58-2439345</u>)	
In re:	)	Chapter 11
NRG NEW YORK LLC,	)	Case No. 17-33726
Debtor.)	
<u>Tax I.D. No. 26-0870144</u>)	
In re:	)	Chapter 11
NRG NORTH AMERICA LLC,	)	Case No. 17-33727
Debtor.)	
<u>Tax I.D. No. 20-4514609</u>)	
In re:	)	Chapter 11
NRG NORTHEAST GENERATION, INC.,	)	Case No. 17-33728
Debtor.)	
<u>Tax I.D. No. 76-0639817</u>)	

<u>In re:</u>	)	Chapter 11
NRG NORTHEAST HOLDINGS, INC.,	)	Case No. 17-33759
Debtor.)	
<u>Tax I.D. No. 51-0399148</u>)	
)	
<u>In re:</u>	)	Chapter 11
NRG POTRERO LLC,	)	Case No. 17-33729
Debtor.)	
<u>Tax I.D. No. 58-2441671</u>)	
)	
<u>In re:</u>	)	Chapter 11
NRG POWER GENERATION ASSETS LLC,	)	Case No. 17-33730
Debtor.)	
<u>Tax I.D. No. 27-4426390</u>)	
)	
<u>In re:</u>	)	Chapter 11
NRG POWER GENERATION LLC,	)	Case No. 17-33731
Debtor.)	
<u>Tax I.D. No. 27-4426207</u>)	
)	
<u>In re:</u>	)	Chapter 11
NRG POWER MIDWEST GP LLC,	)	Case No. 17-33732
Debtor.)	
<u>Tax I.D. No. 27-4426833</u>)	

In re:	)	Chapter 11
NRG POWER MIDWEST LP,	)	Case No. 17-33733
Debtor.)	
<u>Tax I.D. No. 52-2201498</u>)	
)	
In re:	)	Chapter 11
NRG SABINE (DELAWARE), INC.,	)	Case No. 17-33734
Debtor.)	
<u>Tax I.D. No. 52-2067701</u>)	
)	
In re:	)	Chapter 11
NRG SABINE (TEXAS), INC.,	)	Case No. 17-33735
Debtor.)	
<u>Tax I.D. No. 76-0555452</u>)	
)	
In re:	)	Chapter 11
NRG SAN GABRIEL POWER GENERATION	)	Case No. 17-33736
LLC,)	
Debtor.)	
<u>Tax I.D. No. 38-3770370</u>)	
)	
In re:	)	Chapter 11
NRG TANK FARM LLC,	)	Case No. 17-33737
Debtor.)	
<u>Tax I.D. No. 26-1805302</u>)	

In re:	)	Chapter 11
NRG WHOLESALE GENERATION GP LLC,	)	Case No. 17-33738
Debtor.)	
<u>Tax I.D. No. 27-4426495</u>)	
In re:	)	Chapter 11
NRG WHOLESALE GENERATION LP,	)	Case No. 17-33739
Debtor.)	
<u>Tax I.D. No. 20-1253947</u>)	
In re:	)	Chapter 11
NRG WILLOW PASS LLC,	)	Case No. 17-33740
Debtor.)	
<u>Tax I.D. No. 26-2791987</u>)	
In re:	)	Chapter 11
ORION POWER NEW YORK GP, INC.,	)	Case No. 17-33741
Debtor.)	
<u>Tax I.D. No. 52-2124975</u>)	
In re:	)	Chapter 11
ORION POWER NEW YORK LP, LLC,	)	Case No. 17-33742
Debtor.)	
<u>Tax I.D. No. 52-2124976</u>)	

<u>In re: ORION POWER NEW YORK, L.P., Debtor.</u>	) ) ) ) )	Chapter 11 Case No. 17-33743
<u>Tax I.D. No. 52-2179521</u>)))))	
<u>In re: RRI ENERGY BROADBAND, INC., Debtor.</u>	) ) ) ) )	Chapter 11 Case No. 17-33744
<u>Tax I.D. No. 76-0655569</u>)))))	
<u>In re: RRI ENERGY CHANNELVIEW (DELAWARE) LLC, Debtor.</u>	) ) ) ) )	Chapter 11 Case No. 17-33745
<u>Tax I.D. No. 52-2189717</u>)))))	
<u>In re: RRI ENERGY CHANNELVIEW (TEXAS) LLC, Debtor.</u>	) ) ) ) )	Chapter 11 Case No. 17-33746
<u>Tax I.D. No. 76-0615622</u>)))))	
<u>In re: RRI ENERGY CHANNELVIEW LP, Debtor.</u>	) ) ) ) )	Chapter 11 Case No. 17-33747
<u>Tax I.D. No. 76-0615623</u>)))))	

In re:	)	Chapter 11
RRI ENERGY COMMUNICATIONS, INC.,	)	Case No. 17-33693
Debtor.)	
<u>Tax I.D. No. 76-0616444</u>)	
In re:	)	Chapter 11
RRI ENERGY SERVICES CHANNELVIEW	)	Case No. 17-33748
LLC)	
Debtor.)	
<u>Tax I.D. No. 76-0615620</u>)	
In re:	)	Chapter 11
RRI ENERGY SERVICES DESERT BASIN,	)	Case No. 17-33749
LLC,)	
Debtor.)	
<u>Tax I.D. No. 76-0625991</u>)	
In re:	)	Chapter 11
RRI ENERGY SERVICES, LLC,	)	Case No. 17-33750
Debtor.)	
<u>Tax I.D. No. 72-1183055</u>)	
In re:	)	Chapter 11
RRI ENERGY SOLUTIONS EAST, LLC,	)	Case No. 17-33751
Debtor.)	
<u>Tax I.D. No. 46-0471978</u>)	

In re:	)	Chapter 11
)	
RRI ENERGY TRADING EXCHANGE, INC.,	)	Case No. 17-33752
)	
Debtor.)	
)	
Tax I.D. No. 76-0642320)	
)	
In re:	)	Chapter 11
)	
RRI ENERGY VENTURES, INC.,	)	Case No. 17-33753
)	
Debtor.)	
)	
Tax I.D. No. 76-0387091)	

**DEBTORS' EMERGENCY MOTION FOR ENTRY OF
AN ORDER (I) DIRECTING JOINT ADMINISTRATION OF
RELATED CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

THIS MOTION SEEKS ENTRY OF AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

EMERGENCY RELIEF HAS BEEN REQUESTED. IF THE COURT CONSIDERS THE MOTION ON AN EMERGENCY BASIS, THEN YOU WILL HAVE LESS THAN 21 DAYS TO ANSWER. IF YOU OBJECT TO THE REQUESTED RELIEF OR IF YOU BELIEVE THAT THE EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU SHOULD FILE AN IMMEDIATE RESPONSE. A HEARING WILL BE HELD ON THIS MATTER FOR JUNE 15, 2017, AT 1:30 P.M. (CT) BEFORE THE HONORABLE MARVIN J. ISGUR, 515 RUSK STREET, COURTROOM 404, HOUSTON, TEXAS 77002.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state as follows in support of this motion (this “Motion”).

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto as Exhibit A, (a) directing procedural consolidation and joint administration of their related chapter 11 cases and (b) granting related relief. The Debtors request that the court maintain one file and one docket for all of the jointly-administered cases under the case of GenOn Energy, Inc., and that the court administer these chapter 11 cases under a consolidated caption, as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)
	) Chapter 11
)
GENON ENERGY, INC., <i>et al.</i> ¹	) Case No. 17-33695 (DRJ)
)
Debtors.	) (Jointly Administered)
)

1 The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: GenOn Energy, Inc. (5566); GenOn Americas Generation, LLC (0520); GenOn Americas Procurement, Inc. (8980); GenOn Asset Management, LLC (1966); GenOn Capital Inc. (0053); GenOn Energy Holdings, Inc. (8156); GenOn Energy Management, LLC (1163); GenOn Energy Services, LLC (8220); GenOn Fund 2001 LLC (0936); GenOn Mid-Atlantic Development, LLC (9458); GenOn Power Operating Services MidWest, Inc. (3718); GenOn Special Procurement, Inc. (8316); Hudson Valley Gas Corporation (3279); Mirant Asia-Pacific Ventures, LLC (1770); Mirant Intellectual Asset Management and Marketing, LLC (3248); Mirant International Investments, Inc. (1577); Mirant New York Services, LLC (N/A); Mirant Power Purchase, LLC (8747); Mirant Wrightsville Investments, Inc. (5073); Mirant Wrightsville Management, Inc. (5102); MNA Finance Corp. (8481); NRG Americas, Inc. (2323); NRG Bowline LLC (9347); NRG California North LLC (9965); NRG California South GP LLC (6730); NRG California South LP (7014); NRG Canal LLC (5569); NRG Delta LLC (1669); NRG Florida GP, LLC (6639); NRG Florida LP (1711); NRG Lovett Development I LLC (6327); NRG Lovett LLC (9345); NRG New York LLC (0144); NRG North America LLC (4609); NRG Northeast Generation, Inc. (9817); NRG Northeast Holdings, Inc. (9148); NRG Potrero LLC (1671); NRG Power Generation Assets LLC (6390); NRG Power Generation LLC (6207); NRG Power Midwest GP LLC (6833); NRG Power Midwest LP (1498); NRG Sabine (Delaware), Inc. (7701); NRG Sabine (Texas), Inc. (5452); NRG San Gabriel Power Generation LLC (0370); NRG Tank Farm LLC (5302); NRG Wholesale Generation GP LLC (6495); NRG Wholesale Generation LP (3947); NRG Willow Pass LLC (1987); Orion Power New York GP, Inc. (4975); Orion Power New York LP, LLC (4976); Orion Power New York, L.P. (9521); RRI Energy Broadband, Inc. (5569); RRI Energy Channelview (Delaware) LLC (9717); RRI

Energy Channelview (Texas) LLC (5622); RRI Energy Channelview LP (5623); RRI Energy Communications, Inc. (6444); RRI Energy Services Channelview LLC (5620); RRI Energy Services Desert Basin, LLC (5991); RRI Energy Services, LLC (3055); RRI Energy Solutions East, LLC (1978); RRI Energy Trading Exchange, Inc. (2320); and RRI Energy Ventures, Inc. (7091). The Debtors' service address is: 804 Carnegie Center, Princeton, New Jersey 08540.

2. The Debtors further request that the court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors other than GenOn Energy, Inc. to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing joint administration of the chapter 11 cases of: GenOn Energy, Inc., Case No. 17-33695; GenOn Americas Generation, LLC, Case No. 17-33696; GenOn Americas Procurement, Inc., Case No. 17-33694; GenOn Asset Management, LLC, Case No. 17-33697; GenOn Capital Inc. Case No. 17-33698; GenOn Energy Holdings, Inc., Case No. 17-33699; GenOn Energy Management, LLC, Case No. 17-33700; GenOn Energy Services, LLC, Case No. 17-33701; GenOn Fund 2001 LLC, Case No. 17-33702; GenOn Mid-Atlantic Development, LLC, Case No. 17-33703; GenOn Power Operating Services MidWest, Inc., Case No. 17-33704; GenOn Special Procurement, Inc., Case No. 17-33705; Hudson Valley Gas Corporation, Case No. 17-33706; Mirant Asia-Pacific Ventures, LLC, Case No. 17-33707; Mirant Intellectual Asset Management and Marketing, LLC, Case No. 17-33708; Mirant International Investments, Inc., Case No. 17-33709; Mirant New York Services, LLC, Case No. 17-33710; Mirant Power Purchase, LLC, Case No. 17-33711; Mirant Wrightsville Investments, Inc., Case No. 17-33712; Mirant Wrightsville Management, Inc., Case No. 17-33713; MNA Finance Corp., Case No. 17-33714; NRG Americas, Inc., Case No. 17-33715; NRG Bowline LLC, Case No. 17-33716; NRG California North LLC, Case No. 17-33717; NRG California South GP LLC, Case No. 17-33718; NRG California South LP, Case No. 17-33719; NRG Canal LLC, Case No. 17-33720; NRG Delta LLC, Case No. 17-33721; NRG Florida GP, LLC, Case No. 17-33722; NRG Florida LP, Case No. 17-33723; NRG Lovett Development I LLC, Case No. 17-33724; NRG Lovett LLC, Case No. 17-33725; NRG New York LLC, Case No. 17-33726; NRG North America LLC, Case No. 17-33727; NRG Northeast Generation, Inc., Case No. 17-33728; NRG Northeast Holdings, Inc., Case No. 17-33759; NRG Potrero LLC, Case No. 17-33729; NRG Power Generation Assets LLC, Case No. 17-33730; NRG Power Generation LLC, Case No. 17-33731; NRG Power Midwest GP LLC, Case No. 17-33732; NRG Power Midwest LP, Case No. 17-33733; NRG Sabine (Delaware), Inc., Case No. 17-33734; NRG Sabine (Texas), Inc., Case No. 17-33735; NRG San Gabriel Power Generation LLC, Case No. 17-33736; NRG Tank Farm LLC, Case No. 17-33737; NRG Wholesale Generation GP LLC, Case No. 17-33738; NRG Wholesale Generation LP, Case No. 17-33739; NRG Willow Pass LLC, Case No. 17-33740; Orion Power New York GP, Inc., Case No. 17-33741; Orion Power New York LP, LLC, Case No. 17-33742; Orion Power New York, L.P., Case No. 17-33743; RRI Energy Broadband, Inc., Case No. 17-33744; RRI Energy Channelview (Delaware) LLC, Case No. 17-33745; RRI Energy Channelview (Texas) LLC, Case No. 17-33746; RRI Energy Channelview LP, Case No. 17-33747; RRI Energy Communications, Inc., Case No. 17-33693; RRI Energy Services Channelview LLC, Case No. 17-33748; RRI Energy Services Desert Basin, LLC, Case No. 17-33749; RRI Energy Services, LLC, Case No. 17-33750; RRI Energy Solutions East, LLC, Case No. 17-33751; RRI Energy Trading Exchange, Inc., Case No. 17-33752; RRI Energy Ventures,

Inc., Case No. 17-33753. All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 17-33695 (DRJ).

Jurisdiction, Venue, and Procedural Background

3. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of Texas*, dated May 24, 2012 (the “Amended Standing Order”). The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The statutory bases for the relief requested herein are sections 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), rules 1015(b) and 6003 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 1015-1 and 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”).

5. On the date hereof (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. A detailed description surrounding the facts and circumstances of these chapter 11 cases is set forth in the *Declaration of Mark A. McFarland in Support of Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”), filed contemporaneously with this Motion.

Basis For Relief

6. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may

order a joint administration of the estates.” The Debtor entities that commenced chapter 11 cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein. Bankruptcy Local Rule 1015-1 further provides for the joint administration of related chapter 11 cases.

7. Joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each Debtor entity. The entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the Office of the United States Trustee for the Southern District of Texas and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

8. Moreover, joint administration will not adversely affect the Debtors’ respective constituencies because this Motion seeks only administrative, not substantive, consolidation of the Debtors’ estates. Parties in interest will not be harmed by the relief requested, but instead will benefit from the cost reductions associated with the joint administration of these chapter 11 cases. Accordingly, the Debtors submit that the joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties in interest.

Emergency Consideration

9. In accordance with Bankruptcy Local Rule 9013-1(i), the Debtors respectfully request emergency consideration of this Motion pursuant to Bankruptcy Rule 6003, which empowers a court to grant relief within the first 21 days after the commencement of a chapter 11 case “to the extent that relief is necessary to avoid immediate and irreparable harm.” As set forth in this Motion, the Debtors believe an immediate and orderly transition into chapter 11 is critical

to the viability of their operations and that any delay in granting the relief requested could hinder the Debtors' operations and cause irreparable harm. Furthermore, the failure to receive the requested relief during the first 21 days of these chapter 11 cases would severely disrupt the Debtors' operations at this critical juncture. Accordingly, the Debtors submit that they have satisfied the "immediate and irreparable harm" standard of Bankruptcy Rule 6003 and, therefore, respectfully request that the Court approve the relief requested in this Motion on an emergency basis.

Notice

10. The Debtors will provide notice of this Motion to: (a) the Office of the U.S. Trustee for the Southern District of Texas; (b) the holders of the 50 largest unsecured claims against the Debtors (on a consolidated basis); (c) Wilmington Trust Company, as indenture trustee for the GenOn Energy, Inc. 7.875% Senior Notes due 2017, 9.50% Senior Notes due 2018, and 9.875% Senior Notes due 2020, (collectively, the "GenOn Notes"), and counsel thereto; (d) Wilmington Savings Fund Society, FSB, as successor indenture trustee for the GenOn Americas Generation, LLC 8.50% Senior Notes due 2021 and 9.125% Senior Notes due 2031, (collectively, the "GAG Notes"), and counsel thereto; (e) NRG Energy, Inc., as administrative agent under the Debtors' secured prepetition revolving facility due 2018 (the "Revolver"), and counsel thereto; (f) U.S. Bank National Association, as collateral trustee under the Revolver; (g) Ropes & Gray LLP, as counsel to an ad hoc committee of GenOn Note and GAG Notes; (h) Quinn Emanuel Urquhart & Sullivan, LLP, as counsel to an ad hoc steering committee of GAG Notes; (i) the United States Attorney's Office for the Southern District of Texas; (j) the Internal Revenue Service; (k) the United States Securities and Exchange Commission; (l) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; (m) the state attorneys general for states in

which the Debtors conduct business; and (n) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice is required.

No Prior Request

11. No prior request for the relief sought in this Motion has been made to this or any other court.

[Remainder of page intentionally left blank.]

WHEREFORE, the Debtors respectfully request entry of an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other relief as is just and proper.

Dated: June 14, 2017
Houston, Texas

/s/ Zack A. Clement

Zack A. Clement (Texas Bar No. 04361550)

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Proposed Co-Counsel to the Debtors and Debtors in Possession

Certificate of Service

I certify that on June 14, 2017, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Zack A. Clement
One of Counsel
